

RECORDATION NO. 27879-A FILED

JAN 08 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 8, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Re: RBSAF No. 98-036

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF No. 98-036), dated as of December 29, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 27879.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Assignee: Alliance Bank of Arizona
2701 East Camelback Road, Suite 110
Phoenix, AZ 85016

Section Chief
January 8, 2010
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A description of the railroad equipment covered by the enclosed document is:

8 pieces of maintenance of way equipment: Kershaw RS64DL Scorpion Ramp Car RS64DL-146-06, 3 Racine SAR Comb Clip Applicator/Removers SAR-180-07, SAR-181-07, SAR-182-07, Racine SAR Clip Applicator/Remover SAR-183-07, Swingmaster 181-TC Crane Loader 2007181TCL0240, Jackson 6700-SJ Production Switch Tamper 153448 and Caterpillar D6-N-XL Dozer w/Ripper AKM1448.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF No 98-036).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

JAN 08 '10 -8 00 AM

MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of December 29, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and Alliance Bank of Arizona, a Arizona corporation ("Assignee").

Pursuant to that certain Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 036 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

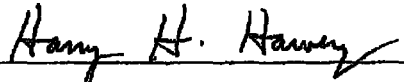
IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Name Soula Perakis
Assistant Vice President

Title: _____

ALLIANCE BANK OF ARIZONA, Assignee

By Name Harry H. HarveyTitle EVP

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 28 day of December, 2009.




Notary Public



State of _____)
County of _____) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared Alliance Bank of Arizona, a Arizona corporation (the "Corporation"), by Harry Harvey its EVP, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Phoenix, AZ, this 29th day of December, 2009.



Notary Public

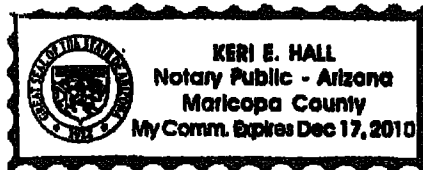


EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 036.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 036 is 84 months commencing as of April 1, 2007.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 036 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-146-06	J6300025
1	Swingmaster	181-TC	Crane Loader	2007181TCL0240	X2400535
1	Racine	SAR	Comb Clip Applicator/Remover	SAR-180-07	X0100516
1	Racine	SAR	Clip Applicator/ Remover	SAR-183-07	X0100532
1	Racine	SAR	Comb Clip Applicator/Remover	SAR-181-07	X0100517
1	Racine	SAR	Comb Clip Applicator/Remover	SAR-182-07	X0100518
1	Jackson	6700-SJ	Production Switch Tamper	153448	X5400444
1	Caterpillar	D6-N-XL	Dozer w/Ripper	AKM1448	X7100629

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated. 1/8/2010



Robert W. Alvord